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NONPROFIT ARTICLES OF INCORPORATION

DEC 10 1991

OF

MICHIGAN DEPT. OF COMMERCE

METROPOLITAN FOUNDATION

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

Pursuant to the provisions of Act No. 162, Public Acts of 1982, the undersigned incorporator executes the following Articles of Incorporation, as follows:

ARTICLE I.

Corporate Name. The name of the corporation is Metropolitan Foundation. ✓

ARTICLE II.

Corporate Purposes. The purposes for which the corporation is organized are exclusively:

2.1. Raise Funds for Metropolitan Health Corporation Purposes. To conduct activities in order to raise funds to further the purposes of Metropolitan Health Corporation and its subsidiaries exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its accompanying regulations (the "Code") subject to any restrictions on such activities under Section 501(c)(3) of the Code.

2.2. Deal With Property. To receive, maintain and dispose of real and personal property including, but not limited to, gifts, grants and devises, in furtherance of the purposes of this corporation.

2.3. Take Any Other Actions To Further Purposes. To take any actions to accomplish this corporation's purposes which are determined appropriate by the Board of Directors and which are not prohibited under Section 501(c)(3) of the Code.

ARTICLE III.

Charitable Restrictions Under Section 501(c)(3) of the Code. The corporation shall be operated exclusively for charitable, scientific and educational purposes as a nonprofit corporation, subject to the following restrictions:

3.1. Restrictions on Net Earnings. No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any private individual. (Reasonable compensation may be paid, however, for services rendered to or for the corporation for one or more of its purposes.)

3.2. Restriction on Dissolution. No director or officer of the corporation, or any private individual, shall be

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entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

3.3. Restrictions on Lobbying. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. The corporation shall not participate or intervene (including the publication or distribution of statements), in any political campaign on behalf of any candidate for public office.

3.4. Restrictions Under Section 501(c)(3) of the Code. The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code.

3.5. Distribution of Assets on Dissolution. Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to Metropolitan Health Corporation, a Michigan nonprofit corporation, provided that Metropolitan Health Corporation is exempt from tax under Section 501(c)(3) of the Code. If Metropolitan Health Corporation is not then in existence, or is not exempt under Section 501(c)(3) of the Code, the remaining assets shall be distributed to an organization or organizations exempt from tax under Section 501(c)(3) of the Code, as designated by the Board of Directors.

ARTICLE IV.

4.1. Limitation of Liability for Volunteer Director. A volunteer director shall not be personally liable to the corporation or its members for monetary damages for breach of the director's fiduciary duty as a director, except for liability:

(a) For a breach of the director's duty of loyalty to the corporation or its members;

(b) For acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law;

(c) For a violation of section 551(1) of the Michigan Nonprofit Corporation Act;

(d) For a transaction for which the director derived an improper personal benefit;

(e) For an act or omission occurring prior to the date of filing of these Articles; and

(f) For any act or omission that is grossly negligent.

4.2. Repeal or Modification of This Article. Any repeal or modification of this Article shall not adversely affect any right or protection of any volunteer director of the corporation existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal or modification.

ARTICLE V.

5.1. Indemnification of Directors and Officers. Directors and officers of the corporation shall be indemnified as of right to the fullest extent now or hereafter permitted by law in connection with any actual or threatened civil, criminal, administrative or investigative action, suit or proceeding (whether formal or informal and whether brought by or in the name of the corporation, a subsidiary or otherwise) arising out of:

(a) Any actual or alleged act or omission at any time as a director or officer of the corporation, a subsidiary, or any organization for which the person is serving at the request of the corporation; or

(b) Their past, present or future status as a director or officer of the corporation, a subsidiary, or any organization for which the person is serving at the request of the corporation.

5.2. Indemnification of Persons Who Are Not Directors or Officers. Persons who are not directors or officers of the corporation may be similarly indemnified in respect of such service to the extent authorized at any time by the board of directors of the corporation.

5.3. Former Directors and Officers. The provisions of this Article shall be applicable to directors and officers who have ceased to render such service and shall inure to the benefit of their heirs, executors, and administrators.

5.4. Indemnification to Any Person. The right of indemnity provided herein shall not be exclusive, and the corporation may provide indemnification to any person, by agreement or otherwise, on such terms and conditions as the board of directors of the corporation may approve.

5.5. Nature of Indemnification Rights. Any agreement for indemnification of any director, officer, employee or other person may provide indemnification rights which are broader or otherwise different than those set forth in the Michigan Nonprofit Corporation Act.

ARTICLE VI.

6.1 Assumption of Liability. The corporation assumes all liability to any person other than the corporation or its

members for all acts or omissions of a director occurring on or after the date of filing the Articles of Incorporation of the corporation. No claim for monetary damages for a breach of a director's duty to any such person shall be brought or maintained against a director.

6.2 Repeal or Modification of This Article. No repeal or modification of this Article or adoption of any other provisions in these Articles of Incorporation inconsistent with this Article shall have any effect to increase the liability of any director of the corporation with respect to any act or omission of such director occurring prior to such repeal or modification or adoption.

ARTICLE VII.

7.1. The corporation is organized upon a nonstock, membership basis. The amount of assets which the corporation possesses is:

Real Property: None
Personal Property: None

7.2. The corporation is to be financed by contributions and grants from individuals and organizations, income from investments, and other available sources.

7.3. The sole member of this corporation is Metropolitan Health Corporation. The power to adopt or amend the bylaws of this corporation and, except as provided in the bylaws, to elect all members of the Board of Directors is reserved exclusively to the member.

ARTICLE VIII.

8.1. The address of the initial registered office, which is the same as the mailing address, is 1919 Boston, S.E., Grand Rapids, Michigan 49506.

8.2. The name of the initial resident agent is Francis J. McCarthy.

ARTICLE IX.

The name and address of the incorporator are:

Kaplin S. Jones
Suite 800, 171 Monroe Avenue, N.W.
Grand Rapids, MI 49503

The undersigned incorporator signs these Articles of Incorporation this 10th day of December, 1991.



Kaplin S. Jones, Incorporator